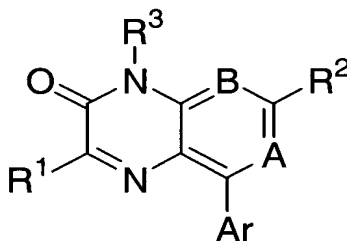


This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (Currently amended) A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt form thereof, ~~or prodrug thereof, or radiolabeled form thereof~~, wherein:

A and B are independently CR⁴ or N, with the proviso that at least one of A and B is N;

Ar is aryl or heteroaryl, wherein said aryl or heteroaryl is optionally substituted by one or more substituents independently selected from C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵;

R¹ is H, CN, C₁-C₄ haloalkyl, NR^{1c}R^{1d}, NR^{1c}COR^{1b}, COR^{1b}, CONR^{1c}R^{1d}, OR^{1c}, SR^{1c}, C₁-C₄ alkyl substituted with 0 to 3 R^{1a}, C₂-C₄ alkenyl substituted with 0 to 3 R^{1a}, C₂-C₄ alkynyl substituted with 0 to 3 R^{1a}, C₃-C₆ cycloalkyl substituted with 0 to 3 R^{1a}, or C₄-C₈ cycloalkylalkyl substituted with 0 to 3 R^{1a}, with the proviso that R¹ is not CH₂X, wherein X is halogen;

each R^{1a} is, independently at each occurrence, halogen, CN, N₃, NO₂, C₁-C₂ haloalkyl, NR^{1c}R^{1d}, NR^{1c}COR^{1b}, COR^{1b}, OR^{1c}, SR^{1c}, S(O)R⁸, or S(O)₂R⁸;

each R^{1b} is, independently at each occurrence, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₂-C₄ alkenyl, or C₂-C₄ alkynyl;

each R^{1c} is, independently at each occurrence, selected from H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₂-C₄ alkenyl, or C₂-C₄ alkynyl;

each R^{1d} is, independently at each occurrence, selected from H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₂-C₄ alkenyl, or C₂-C₄ alkynyl;

R^2 is H, C₁-C₃ haloalkyl, CN, OH, COR^{2b}, SH, SR^{2b}, SO₂NHR^{2c}, SO₂NR^{2c}R^{2d}, CONHR^{2c}, CONR^{2c}R^{2d}, OCOR^{2b}, OR^{2b}, NR^{2c}R^{2d}, CO₂R^{2b}, C₁-C₄ alkyl substituted with 0 to 3 R^{2a}, C₂-C₄ alkenyl substituted with 0 to 3 R^{2a}, C₂-C₄ alkynyl substituted with 0 to 3 R^{2a}, or C₃-C₆ cycloalkyl substituted with 0 to 3 R^{2a}; with the proviso that R² is not CH₂X, wherein X is halogen;

each R^{2a} is, independently at each occurrence, halogen, CN, N₃, NO₂, CF₃, OR^{2c}, NR^{2c}, NR^{2c}R^{2d}, NR^{2c}CO₂R^{2b}, SR^{2c}, SOR⁸, SO₂R⁸, CO₂R^{2b}, CONR^{2c}R^{2d}, COR^{2b}, OCOR^{2b}, NR^{2c}CONR^{2c}R^{2d}, NR^{2c}CO₂R^{2b}, OCONR^{2c}R^{2d}, piperidiny, pyrrolidiny, piperaziny, N-methylpiperaziny, morpholiny, or thiomorpholiny;

each R^{2b} is, independently at each occurrence, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

each R^{2c} is, independently at each occurrence, H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

each R^{2d} is, independently at each occurrence, H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

R³ is OR^{3c}, NR^{3c}R^{3d}, NHR^{3c}, SR^{3c}, SOR⁸, SO₂R⁸, SO₂NHR^{3c}, SO₂NR^{3c}R^{3d}, COR^{3c}, CONHR^{3c}, CONR^{3c}R^{3d}, aryl substituted with 0 to 3 R^{3a}, heteroaryl substituted with 0 to 3 R^{3a}, heterocyclyl substituted with 0 to 3 R^{3f}, C₁-C₁₀ alkyl substituted with 0 to 3 R^{3a}, C₃-C₁₀ alkenyl substituted with 0 to 3 R^{3a}, C₃-C₁₀ alkynyl substituted with 0 to 3 R^{3a}, C₃-C₈ cycloalkyl substituted with 0 to 3 R^{3a}, C₄-C₁₂ cycloalkylalkyl substituted with 0 to 3

R^{3a} , C₂-C₁₀ alkoxyalkyl substituted with 0 to 3 R^{3a} , C₂-C₁₀ thioalkoxyalkyl substituted with 0 to 3 R^{3a} , C₅-C₁₀ cycloalkenyl substituted with 0 to 3 R^{3a} , or C₆-C₁₀ cycloalkenylalkyl substituted with 0 to 3 R^{3a} , wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

each R^{3a} is, independently at each occurrence, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₂-C₁₀ alkynyl, C₃-C₆ cycloalkyl, halogen, C₁-C₄ haloalkyl, CN, OR^{3c}, SR^{3c}, S(O)R⁸, S(O)₂R⁸, COR^{3b}, NHR^{3c}SO₂R^{3b}, OC(O)NR^{3c}R^{3d}, N₃, OC(O)OR^{3b}, CO₂R^{3c}, OC(O)R^{3b}, NR^{3c}COR^{3b}, N(COR^{3b})₂, NR^{3c}CONR^{3c}R^{3d}, NR^{3c}CO₂R^{3b}, NR^{3c}R^{3d}, CONR^{3c}R^{3d}, aryl, heteroaryl, or heterocyclyl;

each R^{3b} is, independently at each occurrence, C₁-C₁₀ alkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkenyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkynyl substituted with 0 to 3 R^{3e} , C₃-C₈ cycloalkyl substituted with 0 to 3 R^{3e} , C₄-C₁₂ cycloalkylalkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkoxyalkyl substituted with 0 to 3 R^{3e} , C₅-C₁₀ cycloalkenyl substituted with 0 to 3 R^{3e} , or C₆-C₁₀ cycloalkenylalkyl substituted with 0 to 3 R^{3e} , wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

each R^{3c} is, independently at each occurrence, H, C₁-C₁₀ alkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkenyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkynyl substituted with 0 to 3 R^{3e} , C₃-C₈ cycloalkyl substituted with 0 to 3 R^{3e} , C₄-C₁₂ cycloalkylalkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkoxyalkyl substituted with 0 to 3 R^{3e} , C₅-C₁₀ cycloalkenyl substituted with 0 to 3 R^{3e} , or C₆-C₁₀ cycloalkenylalkyl substituted with 0 to 3 R^{3e} , wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

each R^{3d} is, independently at each occurrence, H, C₁-C₁₀ alkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkenyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkynyl substituted with 0 to 3 R^{3e} , C₃-C₈ cycloalkyl substituted with 0 to 3 R^{3e} , C₄-C₁₂ cycloalkylalkyl substituted with 0 to 3 R^{3e} , C₂-C₁₀ alkoxyalkyl substituted with 0 to 3 R^{3e} , C₅-C₁₀ cycloalkenyl substituted with 0 to 3 R^{3e} , or C₆-C₁₀ cycloalkenylalkyl substituted with 0 to 3 R^{3e} , wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

each R^{3e} is, independently at each occurrence, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₁₀ alkynyl, C₃-C₆ cycloalkyl, halogen, C₁-C₄ haloalkyl, CN, OR^{7a}, SR^{7a}, S(O)_nR⁸, COR⁶, CO₂R^{7a}, OC(O)R⁶, NR^{7a}COR⁶, N(COR⁶)₂, NR^{7a}CONR^{7a}R^{7b}, NR^{7a}CO₂R⁶, NR^{7a}R^{7b}, NHR^{7a}SO₂R⁶, OC(O)NR^{7a}R^{7b}, N₃, OC(O)OR⁶, CONR^{7a}R^{7b}, aryl, heteroaryl, or heterocyclyl;

each R^{3f} is, independently at each occurrence, oxo, sulfido, or R^{3a};

R⁴ is H, halogen, CN, C₁-C₃ haloalkyl, COR^{4b}, OR^{4c}, SR^{4c}, SO₂NHR^{4c}, SO₂NR^{4c}R^{4d}, CONHR^{4c}, CONR^{4c}R^{4d}, OCOR^{4b}, NR^{4c}CONHR^{4c}, NR^{4c}CONR^{4c}R^{4d}, NR^{4c}CO₂R^{4b}, OCONR^{4c}R^{4d}, NR^{4c}R^{4d}, CO₂R^{4b}, C₁-C₄ alkyl substituted with 0 to 1 R^{4a}, C₂-C₄ alkenyl substituted with 0 to 1 R^{4a}, C₂-C₄ alkynyl substituted with 0 to 1 R^{4a}, C₃-C₆ cycloalkyl substituted with 0 to 1 R^{4a}, piperidinyl, pyrrolidinyl, piperazinyl, N-methylpiperazinyl, morpholinyl, or thiomorpholinyl;

each R^{4a} is, independently at each occurrence, halogen, CN, CF₃, OR^{4c}, NHR^{4c}, NR^{4c}R^{4d}, NR^{4c}CO₂R^{4b}, SR^{4c}, SOR⁸, SO₂R⁸, CO₂R^{4b}, CONHR^{4c}, CONR^{4c}R^{4d}, COR^{4b}, OCOR^{4b}, NR^{4c}CONR^{4c}R^{4d}, NR^{4c}CO₂R^{4b}, OCONR^{4c}R^{4d}, piperidinyl, pyrrolidinyl, piperazinyl, N-methylpiperazinyl, morpholinyl, or thiomorpholinyl;

each R^{4b} is, independently at each occurrence, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

each R^{4c} is, independently at each occurrence, H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

each R^{4d} is, independently at each occurrence, H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl;

R⁵ is H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, or C₂-C₆ alkoxyalkyl;

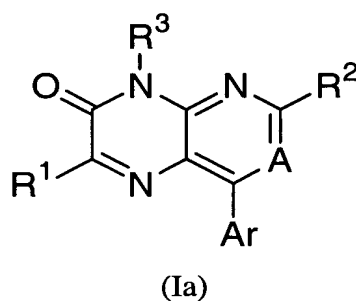
R^6 is, independently at each occurrence, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, C₂-C₈ alkoxyalkyl, C₅-C₁₂ bis(alkoxy)alkyl, aryl, aryl-C₁-C₄ alkyl, heteroaryl, or heteroaryl-C₁-C₄ alkyl;

each R^{7a} is, independently at each occurrence, H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, C₂-C₈ alkoxyalkyl, C₅-C₁₂ bis(alkoxy)alkyl, aryl, aryl-C₁-C₄ alkyl, heteroaryl, or heteroaryl-C₁-C₄ alkyl;

each R^{7b} is, independently at each occurrence, H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, C₂-C₈ alkoxyalkyl, C₅-C₁₂ bis(alkoxy)alkyl, aryl, aryl-C₁-C₄ alkyl, heteroaryl, or heteroaryl-C₁-C₄ alkyl; and

R^8 is C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, aryl, heteroaryl, aryl-C₁-C₄ alkyl, or heteroaryl-C₁-C₄ alkyl, or $NR^{7a}R^{7b}$.

2. (Original) The compound of claim 1, of Formula (Ia):



3. (Original) The compound of claim 2 wherein A is N.
4. (Original) The compound of claim 2 wherein A is CR⁴.
5. (Original) The compound of claim 2 wherein Ar is aryl.

6. (Original) The compound of claim 5 wherein said aryl is phenyl substituted with 0 to 5 substituents or naphthyl substituted with 0 to 7 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.
7. (Original) The compound of claim 2 wherein Ar is heteroaryl.
8. (Original) The compound of claim 7 wherein said heteroaryl comprises a six-membered ring.
9. (Original) The compound of claim 8 wherein said heteroaryl is pyridyl or pyrimidinyl, wherein said heteroaryl is substituted with 0 to 4 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.
10. (Original) The compound of claim 7 wherein said heteroaryl comprises a five-membered ring.
11. (Original) The compound of claim 10 wherein said heteroaryl is oxazolyl, isoxazolyl, or thienyl, wherein said heteroaryl is substituted with 0 to 4 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.
12. (Original) The compound of claim 2 wherein R¹ is H, CN, OH, C₁-C₄ alkyl, or C₁-C₂ haloalkyl.
13. (Original) The compound of claim 2 wherein R¹ is C₁-C₄ alkyl.

14. (Original) The compound of claim 2 wherein R^2 is H, CN, OH, SH, OR^{2b} , SR^{2b} , C_1 - C_3 haloalkyl, or C_1 - C_4 alkyl substituted with 0 to 3 R^{2a} .
15. (Original) The compound of claim 2 wherein R^2 is H.
16. (Original) The compound of claim 2 wherein R^3 is $S(O)R^8$, $S(O)_2R^8$, COR^{3c} , $CONHR^{3c}$, $CONR^{3c}R^{3d}$, C_1 - C_8 alkyl substituted with 0 to 3 R^{3a} , C_3 - C_8 alkenyl substituted with 0 to 3 R^{3a} , C_3 - C_8 alkynyl substituted with 0 to 3 R^{3a} , C_3 - C_6 cycloalkyl substituted with 0 to 3 R^{3a} , or C_4 - C_{10} cycloalkylalkyl substituted with 0 to 3 R^{3a} , wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR^5 .
17. (Original) The compound of claim 2 wherein R^3 is C_1 - C_6 alkyl substituted with 0 to 2 R^{3a} .
18. (Original) The compound of claim 2 wherein each R^{3a} is, independently at each occurrence, methyl, ethyl, propyl, cyclopropyl, cyclobutyl, F, Cl, Br, CF_3 , CN, C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl, OR^{3c} , SR^{3c} , COR^{3b} , $NHR^{3c}SO_2R^{3b}$, $OC(O)NR^{3c}R^{3d}$, N_3 , $OC(O)OR^{3b}$, CO_2R^{3c} , $OC(O)R^{3b}$, $NR^{3c}COR^{3b}$, $N(COR^{3b})_2$, $NR^{3c}CONR^{3c}R^{3d}$, $NR^{3c}CO_2R^{3b}$, $NR^{3c}R^{3d}$, or $CONR^{3c}R^{3d}$.
19. (Original) The compound of claim 2 wherein R^4 is H, CN, OH, C_1 - C_4 alkyl, C_1 - C_3 haloalkyl, SR^{4c} , or OR^{4c} .
20. (Original) The compound of claim 2 wherein R^4 is H.
21. (Original) A compound of claim 2 wherein:
 R^1 is H, CN, OH, SH, C_1 - C_4 haloalkyl, methoxy, ethoxy, cyclopropyl, cyclobutyl, cyclopropylmethyl, cyclopropylethyl, cyclobutylmethyl, cyclobutylethyl,

C₁-C₄ alkyl substituted with 0 to 3 R^{1a}, C₂-C₄ alkenyl substituted with 0 to 3 R^{1a}, or C₂-C₄ alkynyl substituted with 0 to 3 R^{1a};

R^{1a} is F, Cl, Br, CN, NO₂, OH, OCH₃, CF₃, CHF₂, or OCF₃;

R² is H, CN, OH, NR^{2c}R^{2d}, C₁-C₃ alkyl substituted with 0 to 3 R^{2a}, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy;

R³ is SOR⁸, SO₂R⁸, SO₂NR^{3c}R^{3d}, COR^{3c}, CONHR^{3c}, CONR^{3c}R^{3d}, aryl substituted with 0 to 3 R^{3a}, heteroaryl substituted with 0 to 3 R^{3a}, heterocyclyl substituted with 0 to 3 R^{3f}, C₁-C₁₀ alkyl substituted with 0 to 3 R^{3a}, C₃-C₁₀ alkenyl substituted with 0 to 3 R^{3a}, C₃-C₁₀ alkynyl substituted with 0 to 3 R^{3a}, C₃-C₈ cycloalkyl substituted with 0 to 3 R^{3a}, C₄-C₁₂ cycloalkylalkyl substituted with 0 to 3 R^{3a}, C₂-C₁₀ alkoxyalkyl substituted with 0 to 3 R^{3a}, C₂-C₁₀ thioalkoxyalkyl substituted with 0 to 3 R^{3a}, C₅-C₁₀ cycloalkenyl substituted with 0 to 3 R^{3a}, or C₆-C₁₀ cycloalkenylalkyl substituted with 0 to 3 R^{3a}, wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

R⁴ is H, halogen, CN, C₁-C₃ haloalkyl, OR^{4c}, SR^{4c}, NR^{4c}R^{4d}, CO₂R^{4b}, C₁-C₄ alkyl substituted with 0 to 1 R^{4a}, or C₃-C₆ cycloalkyl substituted with 0 to 1 R^{4a};

each R^{4a} is, independently at each occurrence, halogen, CN, CF₃, OR^{4c}, NHR^{4c}, NR^{4c}R^{4d}, NR^{4c}CO₂R^{4b}, SR^{4c}, SOR⁸, SO₂R⁸, CO₂R^{4b}, CONHR^{4c}, CONR^{4c}R^{4d}, COR^{4b}, OCOR^{4b}, NR^{4c}CONR^{4c}R^{4d}, NR^{4c}CO₂R^{4b}, OCONR^{4c}R^{4d};

R⁵ is H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, or C₂-C₆ alkoxyalkyl;

each R^{7a} is, independently at each occurrence, H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, or C₂-C₈ alkoxyalkyl; and

each R^{7b} is, independently at each occurrence, H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₃-C₆ cycloalkyl, C₄-C₁₂ cycloalkylalkyl, or C₂-C₈ alkoxyalkyl.

22. (Original) The compound of claim 21 wherein A is N.

23. (Original) The compound of claim 21 wherein A is CR⁴.
24. (Original) The compound of claim 21 wherein R¹ is H, CN, OH, C₁-C₄ alkyl, or C₁-C₂ haloalkyl.
25. (Original) The compound of claim 21 wherein R² is H, CN, OH, methyl, ethyl, methoxy, OCF₃, CF₃, CHF₂, CH₂CF₃, or CF₂CH₃.
26. (Original) The compound of claim 21 wherein R² is H.
27. (Original) The compound of claim 21 wherein R³ is C₁-C₆ alkyl substituted with 0 to 2 R^{3a}.
28. (Original) The compound of claim 21 wherein R⁴ is H, CN, OH, C₁-C₄ alkyl, C₁-C₃ haloalkyl, SR^{4c}, or OR^{4c}.
29. (Original) The compound of claim 21 wherein R⁴ is H.
30. (Original) The compound of claim 21 wherein Ar is aryl.
31. (Original) The compound of 30 wherein said aryl is phenyl substituted with 0 to 5 substituents or naphthyl substituted with 0 to 7 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.
32. (Original) The compound of claim 21 wherein Ar is heteroaryl.
33. (Original) The compound of claim 32 wherein said heteroaryl comprises a six-membered ring.

34. (Original) The compound of claim 33 wherein said heteroaryl is pyridyl or pyrimidinyl, wherein said heteroaryl is substituted with 0 to 4 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.

35. (Original) The compound of claim 32 wherein said heteroaryl comprises a five-membered ring.

36. (Original) The compound of claim 35 wherein said heteroaryl is oxazolyl, isoxazolyl, or thienyl, wherein said heteroaryl is substituted with 0 to 4 substituents, wherein each of said substituents is independently selected from, at each occurrence, C₁-C₆ alkyl, C₃-C₆ cycloalkyl, C₄-C₇ cycloalkylalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, halogen, CN, NO₂, OR⁵, and SR⁵.

37. (Original) A compound of claim 21 wherein:

Ar is phenyl, pyridyl, pyrimidinyl, oxazolyl, isoxazolyl, or thienyl, wherein said phenyl is substituted with 0 to 5 R^{9a} and said pyridyl, pyrimidinyl, oxazolyl, isoxazolyl, or thienyl is substituted with 0 to 4 R^{9b};

R¹ is H, CN, methyl, ethyl, methoxy, OH, or C₁-C₂ haloalkyl;

R² is H, CN, OH, CH₃, OCH₃, CF₃, CHF₂, or OCF₃;

R³ is S(O)R⁸, S(O)₂R⁸, COR^{3c}, CONHR^{3c}, CONR^{3c}R^{3d}, C₁-C₈ alkyl substituted with 0 to 3 R^{3a}, C₃-C₈ alkenyl substituted with 0 to 3 R^{3a}, C₃-C₈ alkynyl substituted with 0 to 3 R^{3a}, C₃-C₆ cycloalkyl substituted with 0 to 3 R^{3a}, or C₄-C₁₀ cycloalkylalkyl substituted with 0 to 3 R^{3a}, wherein one carbon in any cycloalkyl moiety is optionally replaced with O, S or NR⁵;

each R^{3a} is, independently at each occurrence, methyl, ethyl, methoxy, ethoxy, thiomethoxy, thioethoxy, cyclopropyl, cyclobutyl, F, Cl, CF₃, CHF₂, CH₃, or OCF₃;

R^4 is H, CHF_2 , CF_3 , methyl, ethyl, Cl, F, OH, SH, methoxy, thiomethoxy, CH_2CF_3 , CF_2CH_3 ; and

each R^{9a} and R^{9b} is, independently at each occurrence, F, Cl, Br, CN, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, isopropoxy, $\text{C}_1\text{-C}_2$ haloalkyl, or $\text{C}_1\text{-C}_2$ haloalkoxy.

38. (Original) The compound of claim 37 wherein A is N.

39. (Original) The compound of claim 37 wherein A is CR^4 .

40. (Original) The compound of claim 37 wherein R^2 is H.

41. (Original) The compound of claim 37 wherein R^3 is butyl, pentyl, hexyl, heptyl, methoxyethyl, methoxypropyl, methoxybutyl, methoxypentyl, methoxyhexyl, thiomethoxyethyl, thiomethoxypropyl, thiomethoxybutyl, thiomethoxypentyl, thiomethoxyhexyl, 1-cyclopropylpropyl, 1-cyclopropylbutyl, 1-cyclopropylpentyl, 1-cyclobutylpropyl, 1-cyclobutylbutyl, 1-cyclobutylpentyl, 1-cyclopropyl-1-(CF_3)-methyl, 1-cyclopropyl-1-(CF_3)-ethyl, 1-cyclopropyl-1-(CF_3)-propyl, 1-cyclobutyl-1-(CF_3)-methyl, 1-cyclobutyl-2-(CF_3)-ethyl, 1-cyclobutyl-3-(CF_3)-propyl, or $(\text{cyclopropyl})_2\text{CH}$.

42. (Original) The compound of claim 37 wherein R^4 is H.

43. (Original) The compound of claim 37 wherein Ar is phenyl substituted with 0 to 5 R^{9a} .

44. (Original) The compound of claim 37 wherein Ar is pyridyl substituted with 0 to 4 R^{9b} or pyrimidinyl substituted with 0 to 4 R^{9b} .

45. (Original) A compound of claim 37 wherein:

Ar is phenyl substituted with 0 to 3 substituents each independently selected from F, Cl, Br, CN, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, isopropoxy, CF_3 , CHF_2 , and OCF_3 ; or

Ar is pyridyl or pyrimidinyl substituted with 0 to 2 substituents each independently selected from F, Cl, Br, CN, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, isopropoxy, CF₃, CHF₂, and OCF₃;

R¹ is H, CN, OH, methyl, ethyl, methoxy, or C₁-C₂ haloalkyl;

R² is H;

R³ is C₁-C₆ alkyl substituted with 0 to 2 R^{3a}; and

R⁴ is H.

46. (Original) The compound of claim 45 wherein Ar is phenyl substituted with 0 to 3 substituents each independently selected from F, Cl, Br, CN, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, isopropoxy, CF₃, CHF₂, and OCF₃.

47. (Original) The compound of claim 45 wherein Ar is pyridyl or pyrimidinyl substituted with 0 to 2 substituents each independently selected from F, Cl, Br, CN, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, isopropoxy, CF₃, CHF₂, and OCF₃.

48. (Original) The compound of claim 47 wherein said pyridyl is pyrid-3-yl.

49. (Original) The compound of claim 45 wherein A is N.

50. (Original) The compound of claim 45 wherein A is CR⁴.

51. (Original) The compound of claim 45 wherein R³ is butyl, pentyl, hexyl, heptyl, methoxyethyl, methoxypropyl, methoxybutyl, methoxypentyl, methoxyhexyl, thiomethoxyethyl, thiomethoxypropyl, thiomethoxybutyl, thiomethoxypentyl, thiomethoxyhexyl, 1-cyclopropylpropyl, 1-cyclopropylbutyl, 1-cyclopropylpentyl, 1-cyclobutylpropyl, 1-cyclobutylbutyl, 1-cyclobutylpentyl, 1-cyclopropyl-1-(CF₃)-methyl, 1-cyclopropyl-1-(CF₃)-ethyl, 1-cyclopropyl-1-(CF₃)-propyl, 1-cyclobutyl-1-(CF₃)-methyl, 1-cyclobutyl-2-(CF₃)-ethyl, 1-cyclobutyl-3-(CF₃)-propyl, or (cyclopropyl)₂CH.

52. (Original) A compound of claim 2 selected from:

- (*R*)-8-(2,4-dichloro-phenyl)-4-isobutyl-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2,4-dichloro-phenyl)-4-isobutyl-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-8-(2,4-dichloro-phenyl)-2-methyl-4-(1-methyl-butyl)-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2,4-dichloro-phenyl)-2-methyl-4-(1-methyl-butyl)-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-4-(1-cyclopropyl-propyl)-8-(2,4-dichloro-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-4-(1-cyclopropyl-propyl)-8-(2,4-dichloro-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-8-(2,4-dichloro-phenyl)-4-(1,2-dimethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2,4-dichloro-phenyl)-4-(1,2-dimethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-4-(1-cyclopropyl-butyl)-8-(2,4-dichloro-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-4-(1-cyclopropyl-butyl)-8-(2,4-dichloro-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-8-(2,4-dichloro-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2,4-dichloro-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2,4-dichloro-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R*)-8-(2,4-dichloro-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*R,S*)-8-(2-chloro-4-methoxy-phenyl)-2-methyl-4-(1-propyl-butyl)-4*H*-pyrido[2,3-*b*]pyrazin-3-one;
(*S*)-8-(2-chloro-4-methoxy-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-methoxy-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-methoxy-phenyl)-4-(1-cyclobutyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-methoxy-phenyl)-4-(1-cyclobutyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-methoxy-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-methoxy-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-methoxy-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(1-cyclopropyl-propyl)-8-(4-methoxy-2-methyl-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(1-cyclopropyl-butyl)-8-(4-methoxy-2-methyl-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-4-(1-cyclopropyl-butyl)-8-(4-methoxy-2-methyl-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(2-methoxy-1-methyl-ethyl)-8-(4-methoxy-2-methyl-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(1-ethyl-pentyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-4-(1-ethyl-pentyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(1-cyclopropyl-propyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(1-cyclopropyl-butyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-4-(1-cyclopropyl-butyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-(2-methoxy-1-methyl-ethyl)-8-(6-methoxy-2-methyl-pyridyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-4-sec-butyl-8-(2-chloro-4-difluoromethoxy-phenyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-4-(1-cyclopropyl-butyl)-8-(6-methoxy-2-methyl-pyridin-3-yl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-cyclopropyl-butyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-cyclopropyl-butyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-difluoromethoxy-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*S*)-8-(2-chloro-4-trifluoromethyl-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-trifluoromethyl-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-8-(2-chloro-4-trifluoromethyl-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4*H*-pyrido[2,3-*b*]pyrazin-3-one;

(*R*)-3-chloro-4-(4-(1-methoxymethylpropyl)-2-methyl-3-oxo-3,4-dihydro-pyrido[2,3-*b*]pyrazin-8-yl)-benzonitrile;

(*R*)-8-sec-butyl-4-(2,4-dichloro-phenyl)-6-methyl-8*H*-pteridin-7-one; and

(*S*)-8-sec-butyl-4-(2,4-dichloro-phenyl)-6-methyl-8*H*-pteridin-7-one.

53. (Original) A compound of claim 2 selected from:
- (*R,S*)- 8-(4-Methoxy-2-methyl-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- (*R*)-4-(1-Cyclopropyl-propyl)-8-(5-fluoro-4-methoxy-2-methyl-phenyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- (*R*)-8-(5-Fluoro-4-methoxy-2-methyl-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- (*S*)-8-(2-Chloro-5-fluoro-4-methoxy-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-5-fluoro-4-methoxy-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(5-Chloro-4-methoxy-2-methyl-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(5-Chloro-4-methoxy-2-methyl-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-4-methoxy-5-methyl-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-4-methoxy-5-methyl-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-4-dimethylamino-5-fluoro-phenyl)-4-(1-cyclopropyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- (*R*)-8-(2-Chloro-4-dimethylamino-5-fluoro-phenyl)-4-(1-cyclopropyl-ethyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- (*R*)-8-(2-Chloro-4-dimethylamino-5-fluoro-phenyl)-4-(1-cyclobutyl-ethyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-4-dimethylamino-5-fluoro-phenyl)-4-(2-methoxy-1-methyl-ethyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 8-(2-Chloro-4-dimethylamino-5-fluoro-phenyl)-4-(1-methoxymethyl-propyl)-2-methyl-4H-pyrido[2,3-b]pyrazin-3-one;
- 4-(2-Chloro-4-methoxy-phenyl)-6-methyl-8-(1-propyl-butyl)-8H-pteridin-7-one;

(*R*)-4-(2-Chloro-4-methoxy-phenyl)-8-(1-cyclopropyl-ethyl)-6-methyl-8H-pteridin-7-one;

(*S*)-4-(2-Chloro-4-methoxy-phenyl)-8-(1-cyclobutyl-ethyl)-6-methyl-8H-pteridin-7-one;

(*R*)-4-(2-Chloro-4-methoxy-phenyl)-8-(2-methoxy-1-methyl-ethyl)-6-methyl-8H-pteridin-7-one;

(*R*)-4-(2-Chloro-4-methoxy-phenyl)-8-(1-methoxymethyl-propyl)-6-methyl-8H-pteridin-7-one;

(*R*)-8-(1-Cyclopropyl-propyl)-4-(4-methoxy-2-methyl-phenyl)-6-methyl-8H-pteridin-7-one;

(*R*)-8-(1-Cyclopropyl-propyl)-4-(6-methoxy-2-methyl-pyridin-3-yl)-6-methyl-8H-pteridin-7-one;

(*R*)-8-(2-Methoxy-1-methyl-ethyl)-4-(6-methoxy-2-methyl-pyridin-3-yl)-6-methyl-8H-pteridin-7-one;

(*R*)-8-(1-Methoxymethyl-propyl)-4-(6-methoxy-2-methyl-pyridin-3-yl)-6-methyl-8H-pteridin-7-one;

(*R*)-4-(4-Methoxy-2,5-dimethyl-phenyl)-8-(1-methoxymethyl-propyl)-6-methyl-8H-pteridin-7-one;

(*R*)-4-(2-Chloro-4-trifluoromethoxy-phenyl)-8-(1-cyclopropyl-propyl)-6-methyl-8H-pteridin-7-one;

4-(2-Chloro-4-trifluoromethoxy-phenyl)-8-(1-cyclopropyl-ethyl)-6-methyl-8H-pteridin-7-one; and

(*R*)-4-(2-Chloro-4-trifluoromethoxy-phenyl)-8-(2-methoxy-1-methyl-ethyl)-6-methyl-8H-pteridin-7-one.

54. (Original) A compound of claim 1 selected from the group consisting of:
(*R*)-5-(2,4-Dichloro-phenyl)-1-isobutyl-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;
(*S*)-5-(2,4-Dichloro-phenyl)-1-isobutyl-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;
(*R*)-1-(1-Cyclopropyl-propyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-propyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2,4-Dichloro-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2,4-Dichloro-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2,4-Dichloro-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2,4-Dichloro-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-ethyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-ethyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-propyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-propyl)-5-(2,4-dichloro-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*R*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-2-methoxy-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclopropyl-2-methoxy-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclobutyl-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclobutyl-ethyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclobutyl-propyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-5-(2-Chloro-5-fluoro-4-methoxy-phenyl)-1-(1-cyclobutyl-propyl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-1-(1-Cyclopropyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-1-(1-Cyclopropyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-1-(1-Cyclopropyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*S*)-1-(1-Cyclopropyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(*R*)-1-(2-Methoxy-1-methyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-*b*]pyrazin-2-one;

(S)-1-(2-Methoxy-1-methyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Methoxymethyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Methoxymethyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-ethyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-propyl)-5-(6-methoxy-2-methyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-propyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-propyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(6-Methoxy-2,5-dimethyl-pyridin-3-yl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(6-Methoxy-2,5-dimethyl-pyridin-3-yl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(6-Methoxy-2,5-dimethyl-pyridin-3-yl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(6-Methoxy-2,5-dimethyl-pyridin-3-yl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-ethyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-propyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-propyl)-5-(6-methoxy-2,5-dimethyl-pyridin-3-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-propyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-propyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(4-Methoxy-2,5-dimethyl-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(4-Methoxy-2,5-dimethyl-phenyl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(4-Methoxy-2,5-dimethyl-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(4-Methoxy-2,5-dimethyl-phenyl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-ethyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclobutyl-propyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclobutyl-propyl)-5-(4-methoxy-2,5-dimethyl-phenyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-1-(1-Cyclopropyl-propyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-1-(1-Cyclopropyl-propyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2,4-Dimethoxy-pyrimidin-5-yl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2,4-Dimethoxy-pyrimidin-5-yl)-1-(2-methoxy-1-methyl-ethyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(R)-5-(2,4-Dimethoxy-pyrimidin-5-yl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(S)-5-(2,4-Dimethoxy-pyrimidin-5-yl)-1-(1-methoxymethyl-propyl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*R*)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*S*)-1-(1-Cyclopropyl-2-methoxy-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*R*)-1-(1-Cyclobutyl-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*S*)-1-(1-Cyclobutyl-ethyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*R*)-1-(1-Cyclobutyl-propyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one;

(*S*)-1-(1-Cyclobutyl-propyl)-5-(2,4-dimethoxy-pyrimidin-5-yl)-3-methyl-1H-pyrido[3,4-b]pyrazin-2-one.

55. (Original) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

56. (Original) A composition comprising a compound of claim 2 and a pharmaceutically acceptable carrier.

57 – 64. Canceled

65. (Original) A method of treating anxiety or depression in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 1.

66. (Original) A method of treating anxiety or depression in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 2.

67. (Original) A method of treating irritable bowel syndrome in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 1.

68. (Original) A method of treating irritable bowel syndrome in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 2.